

**HIGHLY CONFIDENTIAL – SUBJECT TO PROTECTIVE ORDER**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
TWENTIETH CENTURY FOX FILM CORP., et al., :  
Plaintiffs, :  
v. : 06 Civ. 3990 (DC)  
: :  
CABLEVISION SYSTEMS CORP., et al., :  
Defendants. :  
-----X  
CABLEVISION SYSTEMS CORP., et al., :  
Counterclaim-Plaintiffs, :  
v. :  
TWENTIETH CENTURY FOX FILM CORP., et al., :  
Counterclaim-Defendants. :  
-----X  
THE CARTOON NETWORK LP, LLLP, et al., :  
Plaintiffs, :  
v. : 06 Civ. 4092 (DC)  
: :  
CSC HOLDINGS, INC., et al., :  
Defendants. :  
-----X  
CABLEVISION SYSTEMS CORP., et al., :  
Counterclaim-Plaintiffs, :  
v. :  
THE CARTOON NETWORK LP, LLLP, et al., :  
Counterclaim-Defendants. :  
-----X  
CABLEVISION SYSTEMS CORP., et al., :  
Third-Party-Plaintiffs, :  
v. :  
TURNER BROADCASTING SYSTEM, INC., et al., :  
Third-Party-Defendants. :  
-----X

**DECLARATION OF  
ROBERT D. CARROLL  
IN SUPPORT OF  
DEFENDANTS'  
MOTION FOR  
SUMMARY JUDGMENT**

**HIGHLY CONFIDENTIAL – SUBJECT TO PROTECTIVE ORDER**

ROBERT D. CARROLL makes the following declaration pursuant to 28 U.S.C. § 1746:

1. I am associated with the law firm Goodwin Procter LLP. Goodwin Procter LLP represents Cablevision Systems Corporation and CSC Holdings, Inc.'s (collectively,

"Cablevision") in the above-captioned matter. I make this declaration in support of

Cablevision's motion for summary judgment. Based on my review of the documents discussed

below, I have personal knowledge of the following.

2. Attached as Exhibit A are true and correct copies of excerpts from the Deposition of Stephanie Mitchko, dated July 11 and July 12, 2006 that are cited in Cablevision's Memorandum of Law.

3. Attached as Exhibit B are true and correct copies of excerpts from the Deposition of Patricia Gottesman, dated August 1, 2006 that are cited in Cablevision's Memorandum of Law.

4. Attached as Exhibit C are true and correct copies of excerpts from the Deposition of Kirk Blattman, dated August 11, 2006 that are cited in Cablevision's Memorandum of Law.

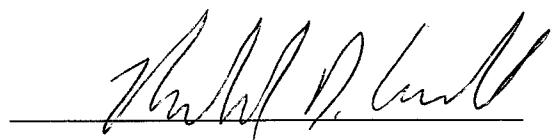
5. Attached as Exhibit D are true and correct copies of excerpts from the Deposition of Karen Byko, dated August 3, 2006 that are cited in Cablevision's Memorandum of Law.

6. Attached as Exhibit E are true and correct copies of excerpts from the Deposition of Michael DeHart, dated August 2, 2006 that are cited in Cablevision's Memorandum of Law.

7. Attached as Exhibit F is a true and correct copy of Exhibit 14 to the Deposition of Michael DeHart that consists of a January 16, 2004 email from Michael Dehart to Scott Teissler.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: August 24, 2005  
Boston, Massachusetts

A handwritten signature in black ink, appearing to read "Robert D. Carroll", is written over a horizontal line.

Robert D. Carroll

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